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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 1047  
(SPCP GROUP, L.L.C. AS ASSIGNEE OF  
WISCONSIN ELECTRIC POWER COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and SPCP Group, L.L.C. ("SPCP"), as Assignees of Wisconsin Electric Power Company ("Wisconsin Electric" and jointly with SPCP, the "Claimant"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1047 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on December 9, 2005, Wisconsin Electric filed proof of claim number 1047 against DAS LLC asserting an unsecured non-priority claim in the amount of \$415,675.19 (the "Claim"); and

**WHEREAS**, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"); and

**WHEREAS**, on May 10, 2007, Wisconsin Electric assigned its interest in the Claim to SPCP pursuant to a Notice of Transfer (Docket 7324); and

**WHEREAS**, the Debtors acknowledge and agree that the Claim shall be allowed against the estate of DAS LLC in the amount of \$405,194.95 as a general unsecured non-priority claim in favor of SPCP; and

**WHEREAS**, DAS LLC is authorized to settle the Claim either because it involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in favor of SPCP in the amount of \$405,194.95 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. The Ninth Omnibus Claims Objection, solely as it relates to the Claim is hereby withdrawn.

3. Except as expressly provided herein, this Stipulation does not impact, alter or affect any other proofs of claim that Claimant may have filed or owns against the Debtors and it relates solely to those matters arising out of or related to the Claim identified herein.

**[Signatures on the following page]**

Dated: New York, New York  
February 9, 2009

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
February 9, 2009

SPCP GROUP, L.L.C.  
By its Counsel,  
EPSTEIN BECKER & GREEN, P.C.  
By: Anthony B. Stumbo

/s/ Anthony B. Stumbo

PAUL TRAUB (PT 3752)  
MAURA I. RUSSELL (MR 1178)  
ANTHONY B. STUMBO (AS 9374)  
250 Park Avenue  
New York, New York 10177  
(212) 351-4500

**SO ORDERED**

This 3rd day of March, 2009  
in New York, New York

/s/ Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE